

Georgia Northeastern Railroad Company, Inc.

Administrative Office:
Suite 303
1819 Peachtree Road, N.E.
Atlanta, Georgia 30309
Telephone: (404) 605-7099
Fax: (404) 352-6798

Office:
109 Marr Avenue
Marietta, Georgia 30060
Telephone (770) 428-4784
Fax: (770) 428-0592

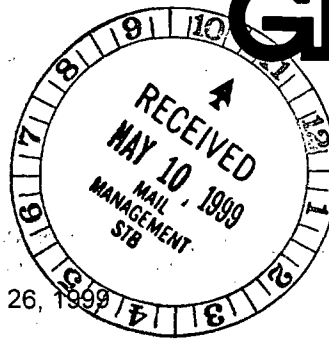
Mr. Vernon A. Williams, Secretary
Surface Transportation Board
The Mercury Building
1925 K Street, Room 715
Washington, DC 20423-0001

RECORDATION NO. **17044-B**

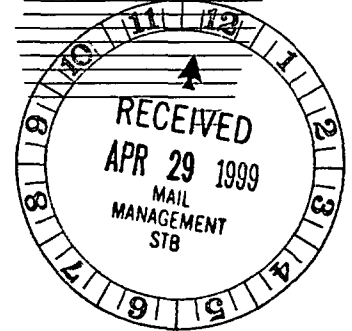
MAY 10 '99

10-30AM

GNRR



April 26, 1999



RE: Lease Agreement By and Between Stalsby, Inc. Pension Trust ("Lessor")
and Georgia Northeastern Railroad Company, Inc. ("Lessee")

Dear Mr. Williams:

Enclosed herewith are two (2) executed copies of an amendment to a summary lease agreement by and between Stalsby, Inc. Pension Trust ("Lessor") and Georgia Northeastern Railroad Company ("Lessee"), a Tennessee corporation, originally recorded by the Interstate Commerce Commission as recordation #17044 dated October 1, 1990. The amendment terminates the original lease for a GP18 locomotive bearing the reporting marks GNRR 8704. The addresses of the parties are as follows:

Stalsby, Inc. Pension Trust ("Lessor")
46 Champions Lane
San Antonio, TX 78257-1294

Georgia Northeastern Railroad Company, Inc.
1819 Peachtree Rd., NE
Suite 303
Atlanta, GA 30309

I would appreciate your recording the enclosed amendment to this lease agreement and returning one copy to me. **A check for the filing fee in the amount of \$26.00 is enclosed.**

Thank you for your assistance.

Sincerely,

James A. Day
Vice President - Finance
Georgia Northeastern Railroad Company, Inc.

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Enclosures

AMENDMENT TO LEASE AGREEMENT

MAY 10 '99

10-30AM

1. This amendment to Lease Agreement is made and entered into as of April 15, 1999, and cancels that certain Lease Agreement dated as of August 2, 1990, by and between **Stalsby, Inc. Pension Trust ("Lessor")** and **Georgia Northeastern Railroad Company, Inc. ("Lessee")**.
2. Lessor agrees to terminate the lease to Lessee, and Lessee hereby acknowledges the termination of the lease of the following equipment as of April 15, 1999.

One (1) GP18 Locomotive bearing the reporting marks GNRR 8704

3. The addresses of the parties are as follows:

Stalsby, Inc. Pension Trust ("Lessor")
46 Champions Lane
San Antonio, TX 78257-1294

Georgia Northeastern Railroad Company, Inc. ("Lessee")
1819 Peachtree Road, NE, Suite 303
Atlanta, GA 30309

4. The terms and provisions of this Lease Agreement, as amended, are more particularly set forth in a Lease Agreement dated August 2, 1990 by and between Stalsby, Inc. Pension Trust and Georgia Northeastern Railroad Company, Inc.

IN WITNESS WHEREOF, the parties hereto have caused this Cancellation of Lease Agreement to be executed as of this 15th day of April 1999.

George A. Drimmon
Witness

By: J. E. Stalsby
Stalsby, Inc. Pension Trust
(Lessor)

Georgia Northeastern Railroad Company, Inc.
(Lessee)

Sammy McJaggart
Witness

By: Wilds L. Pierce
Wilds L. Pierce, President

3rd DAY OF May, 1999. Joyce E. Cardina
Notary Public

My commission expires July 7, 2000.